In the claims:

1-22. (Cancelled)

23. **(Currently Amended)** ~~The~~ A pharmaceutical composition comprising a compound ~~according to claim 22,~~ selected from ~~the group consisting of~~:
(E,E)-2-(benzylaminocarbonyl)-3-(3,4-dihydroxystyryl)acrylonitrile (CR4);
(E,E)-2-(3,4-dihydroxybenzylaminocarbonyl)-3-(3,5-dimethoxy-4-hydroxystyryl)acrylonitrile (CR11);
(E,E)-2-aminocarbonyl-3-(3,4-dihydroxystyryl)acrylonitrile (CR17);
(E,E)-2-(3,4-dihydroxybenzylaminocarbonyl)-3-styrylacrylonitrile (CR19);
(E,E)-2-(3,4-dihydroxybenzylaminocarbonyl)-3-(3,4-dihydroxystyryl)acrylonitrile (CR21); and
(E,E)-2-(β-ethanolaminocarbonyl)-3-(3,5-dimethoxy-4-hydroxystyryl)acrylonitrile (CR24).

24. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable diluent or carrier and *(E,E)*-2-(benzylaminocarbonyl)-3-(3,4-dihydroxystyryl)acrylonitrile (CR4).

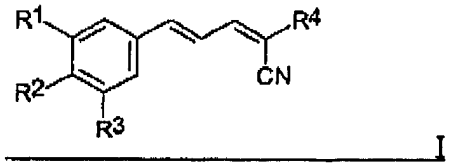
25. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable diluent or carrier and *(E,E)*-2-(3,4-dihydroxybenzylaminocarbonyl)-3-(3,5-dimethoxy-4-hydroxystyryl)acrylonitrile (CR11).

26. **(Currently Amended)** A pharmaceutical composition comprising a pharmaceutically acceptable diluent or carrier and *(E,E)*-2-(3,4-dihydroxybenzylaminocarbonyl)-3-styrylacrylonitrile (CR19).

27. (Cancelled)

28. **(Currently Amended)** A method of modulating cell proliferation comprising administering ~~an effective amount of a composition of claim 23~~ to a cell or animal in

need thereof an effective amount of a compound of Formula I, or a salt, solvate or hydrate thereof:



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wherein

R^1 and R^2 are each independently selected from the group consisting of H, OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, O-Si(C_{1-6}alkyl)(C_{1-6}alkyl)(C_{1-6}alkyl), NO_2, CF_3, OCF_3 and halo;

R^3 is selected from the group consisting of H, OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, O-Si(C_{1-6}alkyl)(C_{1-6}alkyl)(C_{1-6}alkyl), NO_2, halo and CH_2-S-$(CH_2)_n$Ar;

R^4 is selected from the group consisting of $C(X)R^5$, SO_3Ar, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), P(O)$(OH)_2$, P(O)$(OC_{1-6}alkyl)_2$, and $C(NH_2)$=$C(CN)_2$;

X is selected from O, S, NH and N-C_{1-6}alkyl;

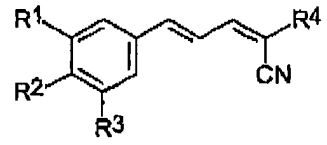
R^5 is selected from the group consisting of NH_2, OH, $NH(CH_2)_pAr$, $NH(CH_2)_pOH$, $(CH_2)_pOC_{1-6}$alkyl, C_{1-6}alkyl, C_{1-6}alkoxy, $NHNH_2$, $NHC(O)NH_2$, $NHC(O)C_{1-6}$alkoxy, N-morpholino and N-pyrrolidino; and

Ar is an aromatic or heteroaromatic group, unsubstituted or substituted with 1-4 substituents, independently selected from the group consisting of OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, NO_2, CF_3, OCF_3 and halo;

n is 0 to 4; and

p is 1-4.

29. **(Currently Amended)** A method of inhibiting cell proliferation comprising administering ~~an effective amount of a composition of claim 23~~ to a cell or animal in need thereof an effective amount of a compound of Formula I, or a salt, solvate or hydrate thereof:



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wherein

R^1 and R^2 are each independently selected from the group consisting of H, OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, O-Si(C_{1-6}alkyl)(C_{1-6}alkyl)(C_{1-6}alkyl), NO_2, CF_3, OCF_3 and halo;

R^3 is selected from the group consisting of H, OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, O-Si(C_{1-6}alkyl)(C_{1-6}alkyl)(C_{1-6}alkyl), NO_2, halo and CH_2-S-$(CH_2)_0$Ar;

R^4 is selected from the group consisting of C(X)R^5, SO_3Ar, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), P(O)$(OH)_2$, P(O)$(OC_{1-6}alkyl)_2$, and C(NH_2)=C$(CN)_2$;

X is selected from O, S, NH and N-C_{1-6}alkyl;

R^5 is selected from the group consisting of NH_2, OH, NH$(CH_2)_p$Ar, NH$(CH_2)_p$OH, $(CH_2)_p$OC_{1-6}alkyl, C_{1-6}alkyl, C_{1-6}alkoxy, $NHNH_2$, NHC(O)NH_2, NHC(O)C_{1-6}alkoxy, N-morpholino and N-pyrrolidino; and

Ar is an aromatic or heteroaromatic group, unsubstituted or substituted with 1-4 substituents, independently selected from the group consisting of OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, NO_2, CF_3, OCF_3 and halo;

n is 0 to 4; and

p is 1-4.

30. (Original) The method of claim 29, wherein the cell proliferation that is inhibited is cancer cell proliferation.

31. (Cancelled)

32. **(Currently Amended)** The method of claim 30 ~~or 31~~, wherein said cancer is a hematopoietic cell cancer.

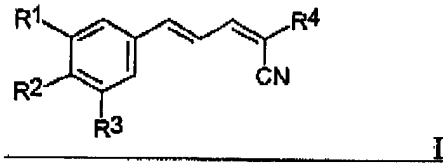
33. **(Currently Amended)** The method of claim 30 ~~or 31~~, wherein said cancer is a leukemia, a lymphoma, a myeloma or a carcinoma.

34. **(Currently Amended)** The method of claim 33, wherein said cancer is a leukemia selected from ~~is~~ acute lymphoblastic leukemia, Philadelphia+ leukemia, Philadelphia- leukemia, acute myelocytic leukemia, chronic myeloid leukemia, chronic lymphocytic leukemia or juvenile myelomonocyte leukemia.

35. (Previously Presented) The method of claim 34, wherein said leukemia is acute lymphoblastic leukemia.

36-37. (Cancelled)

38. **(Currently Amended)** A method of inhibiting hematopoietic cancer cell proliferation, comprising administering ~~an effective amount of a composition according to claim 1~~ to a cell or animal in need thereof an effective amount of a compound of Formula I, or a salt, solvate or hydrate thereof:



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wherein

R^1 and R^2 are each independently selected from the group consisting of H, OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, O-Si(C_{1-6}alkyl)(C_{1-6}alkyl)(C_{1-6}alkyl), NO_2, CF_3, OCF_3 and halo;

R^3 is selected from the group consisting of H, OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, O-Si(C_{1-6}alkyl)(C_{1-6}alkyl)(C_{1-6}alkyl), NO_2, halo and CH_2-S-$(CH_2)_n$Ar;

R^4 is selected from the group consisting of $C(X)R^5$, SO_3Ar, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), P(O)$(OH)_2$, P(O)$(OC_{1-6}alkyl)_2$, and $C(NH_2)$=$C(CN)_2$;

X is selected from O, S, NH and N-C_{1-6}alkyl;

R^5 is selected from the group consisting of NH_2, OH, $NH(CH_2)_pAr$, $NH(CH_2)_pOH$, $(CH_2)_pOC_{1-6}$alkyl, C_{1-6}alkyl, C_{1-6}alkoxy, $NHNH_2$, $NHC(O)NH_2$, $NHC(O)C_{1-6}$alkoxy, N-morpholino and N-pyrrolidino; and

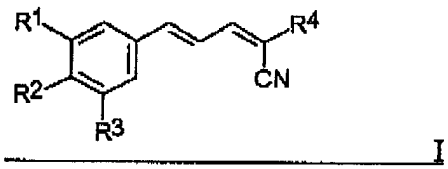
Ar is an aromatic or heteroaromatic group, unsubstituted or substituted with 1-4 substituents, independently selected from the group consisting of OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, NO_2, CF_3, OCF_3 and halo;

n is 0 to 4; and

p is 1-4.

39-40. (Cancelled)

41. **(Currently Amended)** A method of inhibiting cancer cell proliferation ~~according to claim 38~~, wherein said cancer is a leukemia, a lymphoma, a myeloma or a carcinoma, comprising administering to a cell or animal in need thereof an effective amount of a compound of Formula I, or a salt, solvate or hydrate thereof:



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wherein

R^1 and R^2 are each independently selected from the group consisting of H, OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, O-Si(C_{1-6}alkyl)(C_{1-6}alkyl)(C_{1-6}alkyl), NO_2, CF_3, OCF_3 and halo;

R^3 is selected from the group consisting of H, OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, O-Si(C_{1-6}alkyl)(C_{1-6}alkyl)(C_{1-6}alkyl), NO_2, halo and CH_2-S-$(CH_2)_n$Ar;

R^4 is selected from the group consisting of $C(X)R^5$, SO_3Ar, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), $P(O)(OH)_2$, $P(O)(OC_{1-6}alkyl)_2$, and $C(NH_2)=C(CN)_2$;

X is selected from O, S, NH and N-C_{1-6}alkyl;

R^5 is selected from the group consisting of NH_2, OH, $NH(CH_2)_pAr$, $NH(CH_2)_pOH$, $(CH_2)_pOC_{1-6}$alkyl, C_{1-6}alkyl, C_{1-6}alkoxy, $NHNH_2$, $NHC(O)NH_2$, $NHC(O)C_{1-6}$alkoxy, N-morpholino and N-pyrrolidino; and

Ar is an aromatic or heteroaromatic group, unsubstituted or substituted with 1-4 substituents, independently selected from the group consisting of OH, C_{1-6}alkyl, C_{1-6}alkoxy, NH_2, NH-C_{1-6}alkyl, N(C_{1-6}alkyl)(C_{1-6}alkyl), SH, S-C_{1-6}alkyl, NO_2, CF_3, OCF_3 and halo;

n is 0 to 4; and

p is 1-4.

42. (**Currently Amended**) A method according to claim 41, wherein said cancer is a leukemia selected from ~~is~~ acute lymphoblastic leukemia, aggressive Philadelphia+ leukemia, acute myelocytic leukemia, chronic myeloid leukemia, chronic lymphocytic leukemia or juvenile myelomonocyte leukemia,

43. (Previously Presented) A method according to claim 42, wherein said leukemia is acute lymphoblastic leukemia.

44. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable diluent or carrier and (*E,E*)-2-carboxy-3-(3,4-dihydroxystyryl)acrylonitrile.

45-46. (Cancelled)

47. (**Currently Amended**) A compound selected from:

(*E,E*)-2-(benzylaminocarbonyl)-3-(3,4-dihydroxystyryl)acrylonitrile (CR4);

(*E,E*)-2-(3,4-dihydroxybenzylaminocarbonyl)-3-(3,5-dimethoxy-4-hydroxystyryl)acrylonitrile (CR11);

(*E,E*)-2-aminocarbonyl-3-(3,4-dihydroxystyryl)acrylonitrile (CR17);

(*E,E*)-2-(3,4-dihydroxybenzylaminocarbonyl)-3-styrylacrylonitile (CR19);

(*E,E*)-2-(3,4-dihydroxybenzylaminocarbonyl)-3-(3,4-dihydroxystyryl)acrylonitrile (CR21); and

(*E*,*E*)-2-(β-ethanolaminocarbonyl)-3-(3,5-dimethoxy-4-hydroxystyryl)acrylonitrile (CR24).

48. (Previously Presented) A compound (*E*,*E*)-2-benzylaminocarbonyl)-3-(3,4-dihydroxystyryl)acrylonitrile (CR4).

49. (Previously Presented) A compound (*E*,*E*)-2-(3,4-dihydroxybenzylaminocarbonyl)-3-(3,5-dimethoxy-4-hydroxystyryl)acrylonitrile (CR11).

50. (Previously Presented) A compound (*E*,*E*)-2-(3,4-dihydroxybenzylaminocarbonyl)-3-styrylacrylonitrile (CR19).

51. (Previously Presented) A compound (*E*,*E*)-2-carboxy-3-(3,4-dihydroxystyryl)acrylonitrile.

52-57. (Cancelled)

58. (Previously Presented) The compound (*E*,*E*)-2-carboxy-3-(3,5-dimethoxy-4-hydroxystyryl)acrylonitrile (CR-14).